

RECORDATION NO. 27416 FILED

MAR 20 '08 -9 50 AM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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March 20, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of March 19, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: AllCapital Rail Management, LLC  
153 East 53rd Street, 55th Floor  
New York, NY 10022

Assignee: AllCapital Rail 2008-1, LLC  
153 East 53rd Street, 55th Floor  
New York, NY 10022

Anne K. Quinlan, Esq.  
March 20, 2008  
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A description of the railroad equipment covered by the enclosed document is:

36 open top hopper cars: MACX 4061 – MACX 4065 and 31 within the series MACX 5001 - MACX 5036 as more particularly set forth in the equipment schedule attached to the document.

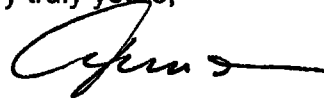
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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Execution Copy

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Dated as of March 19, 2008

Between

ALLCAPITAL RAIL MANAGEMENT, LLC,  
As Assignor,

And

ALLCAPITAL RAIL 2008-1, LLC,  
As Assignee

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FILED WITH  
THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. SECTION 11301  
on \_\_\_\_\_, 2008 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on March 19, 2008 by and between AllCapital Rail Management, LLC, a Delaware limited liability company (the "Assignor") and AllCapital Rail 2008-1, LLC, a Delaware limited liability company (the "Assignee").

### WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of March 19, 2008, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit B attached hereto.


This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

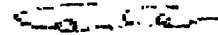
(Remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum  
to be duly executed by their respective officers duly authorized as of the date hereof

ALLCAPITAL RAIL MANAGEMENT, LLC

ALLCAPITAL RAIL 2004-1, LLC

By   
Name Colin Carr  
Title Manager

By   
Name Colin Carr  
Title Manager

I executed this 16th day of March, 2004

I executed this 16th day of March, 2004

Memorandum of Assignment STB

## **EXHIBIT A**

Thirty-six (36) 2400 cubic foot capacity open top hopper cars; 44'11 1/2" over pulling face of couplers (H350), each manufactured by National Steel Car Limited (the "Manufacturer"), bearing the following road marks and numbers:

<b>Road Mark</b>	<b>Number</b>	<b>Road Mark</b>	<b>Number</b>
MACX	4061	MACX	5016
MACX	4062	MACX	5017
MACX	4063	MACX	5018
MACX	4064	MACX	5020
MACX	4065	MACX	5021
MACX	5001	MACX	5022
MACX	5002	MACX	5023
MACX	5003	MACX	5024
MACX	5004	MACX	5026
MACX	5005	MACX	5027
MACX	5006	MACX	5029
MACX	5007	MACX	5030
MACX	5008	MACX	5031
MACX	5009	MACX	5033
MACX	5010	MACX	5034
MACX	5012	MACX	5035
MACX	5013	MACX	5036
MACX	5014		
MACX	5015		

**EXHIBIT B**  
**LEASE SCHEDULE**

Schedule No. 03 executed by Martin Marietta Materials, Inc. ("Lessee") on January 31, 2008 and by Assignor on February 1, 2008, as amended by Amendment No. 01 thereto as executed by Assignor on March 18, 2008 and by Lessee on March 14, 2008 (such schedule, as amended, incorporating the terms of the Master Car Lease Agreement dated as of September 6, 2006 between Assignor and Lessee) covering the railcars listed on Exhibit A hereto.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Assignee by authority of its manager[s] and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ALLCAPITAL RAIL 2008-1, LLC

By: 

Name: Terrill Jordan

Title: Manager

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Assignor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

ALLCAPITAL RAIL 2008-1  
HOLDINGS, LLC

By: 

Name: Terrill Jordan

Title: Manager

Memorandum of Assignment STB



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/20/08



\_\_\_\_\_  
Robert W. Alvord